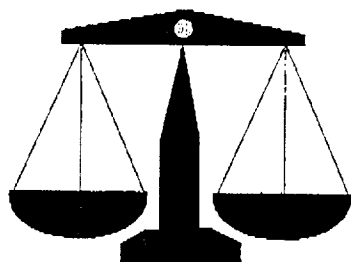


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Henry Walker

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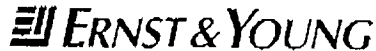
FROM: J. Andrew Heaton, Esq.

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Associate General Counsel

September 24, 2001

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Sylvia E. Anderson
AT&T Communications of the South Central States
TCG MidSouth, Inc.
1200 Peachtree Street NE
Suite 8100
Atlanta, GA 30309

BellSouth Telecommunications
Docket No. 01-00362

Dear Mr. Walker and Ms. Anderson:

This letter is in response to the discovery requests served upon Ernst & Young in connection with the above matter.

Rule 1220-1-2-.11 of the Tennessee Regulatory Authority states that discovery shall be sought and effectuated in accordance with the Tennessee Rules of Civil Procedure. Rule 45 of the Tennessee Rules of Civil Procedure requires that discovery from a non-party be effectuated through use of a valid subpoena. Your discovery requests to Ernst & Young were not accompanied by a valid subpoena. Further, the Tennessee Rules of Civil Procedure do not provide for the service of interrogatories upon non-parties. Accordingly, we believe that the discovery requests are invalid.

In any event, it does not appear that Ernst & Young has any knowledge about or documents concerning the matters in question. Any involvement Ernst & Young may have had with these matters was limited to our former consulting practice, which was sold to Cap Gemini last year. Cap Gemini uses the "Ernst & Young" name for certain purposes pursuant to the terms of the sale, but it is a publicly traded company that is wholly independent from, and not under the control of, Ernst & Young. Accordingly, any future subpoena should be directed to Cap Gemini.

Henry Walker and Sylvia E. Anderson

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September 24, 2001

Should you have any questions, please contact me at 202-327-7611.

Sincerely,

J. Andrew Heaton
J. Andrew Heaton